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LAW OFFICES  
BECKER & POLIAKOFF, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 AM 8:59

The Colonades  
13515 Bell Tower Drive, Suite 101  
Ft. Myers, Florida 33907

Phone (941) 333-7707 Fax (941) 333-5933  
FL Toll Free (800) 362-7780  
Internet: <http://www.becker-poliakoff.com>

Collier Place I  
3003 Tamiami Trail North, Suite 210  
Naples, Florida 34103

Phone (941) 261-9555 Fax (941) 261-9744  
FL Toll Free (800) 362-7537  
Internet: <http://www.becker-poliakoff.com>

#### Florida Offices

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
FL Toll Free (800) 332-7712

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by appointment only

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People's Republic  
of China

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Bern, Switzerland

Reply To:  
Fort Myers

October 11, 1996

#### VIA UPS DELIVERY

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400001973344--9  
-10/15/96--01017--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Incorporation Certificate

EFFECTIVE DATE

10-11-96

Dear sir:

Enclosed please find a check made payable to the Secretary of State for \$122.50 together with the original executed Articles of Incorporation and Acceptance of Designation of Registered Agent for Home Inspection Professional, Inc. Please file the corporate documents and return a Certificate upon completion. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your cooperation.

Very truly yours,

  
Joseph E. Adams, Esq.  
For the Firm

JEA/cdz

Enclosures

D. BROWN OCT 16 1996

BECKER & POLIAKOFF, P.A.

EFFECTIVE DATE  
10-11-96

ARTICLES OF INCORPORATION  
OF  
THE SEVEN LAKER, INC.

SECRET FILED  
DIVISION OF STATE  
95 OCT 14 AM 8:59

The undersigned Incorporator, for the purpose of forming a not for profit Corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of this Corporation is

THE SEVEN LAKER, INC.

ARTICLE II  
EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of corporate existence for the entity formed by these Articles shall be October 11, 1996, and this corporation is to exist perpetually thereafter.

ARTICLE III  
PURPOSES

The purposes of the Corporation are to publish, edit and produce a newspaper for the SEVEN LAKES condominium communities in Fort Myers, Florida and to engage in any activity or business permitted under the laws of the United States and for purposes for which a Corporation may be formed and operate under the Florida Not For Profit Corporation Act.

ARTICLE IV  
PRINCIPAL OFFICE

The address of the principal place of business of this Corporation and its mailing address shall be 1965 Seven Lakes Boulevard, Fort Myers, Florida 33907.

ARTICLE V  
INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is Becker & Poliakoff, P.A., 13515 Bell Tower Drive, Suite 101, Fort Myers, Florida 33907.

#### ARTICLE VI DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time as provided in the Bylaws. Vacancies on the Board of Directors may be filled in such a manner as provided by the Bylaws. The name and address of each member of the first Board of Directors is:

James Crombo 7402 Lake Breeze Dr. #207, Fort Myers, FL 33907  
Helen Crombo 7402 Lake Breeze Dr. #207, Fort Myers, FL 33907  
Sol Krivisky 1747 Pebble Beach Dr. #302, Fort Myers, FL 33907  
Dorothy Lubke 1747 Pebble Beach Dr., #208, Fort Myers, FL 33907

#### ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended by a majority of the Board of Directors.

#### ARTICLE VIII BYLAWS

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set forth in the Bylaws.

#### ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James Crombo ,  
7402 Lake Breeze Dr. #207, Fort Myers, FL 33907

#### ARTICLE X INDEMNIFICATION

Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did

not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

**Expenses.** To the extent that a director, officer or committee member of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article X above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article X, or as otherwise permitted by law.

**Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs and personal representatives of such person.

**Insurance.** The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether the corporation would have the power to indemnify him against such liability under the provisions of this Article or not. Notwithstanding anything in this Article X to the contrary, the provisions herein provided for indemnification shall be applicable only to the extent insurance coverage does not apply or is insufficient.

**Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE XI** **SPECIAL PROVISIONS**

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or are directors or officers of such other corporation or principal of such other entity, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity


without regard to the fact that he is also a director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of October, 1996.

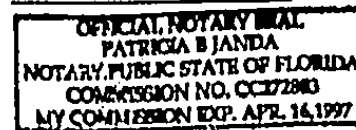
  
JAMES CROMBE

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 1996, by JAMES CROMBE, who is personally known to me or has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.

  
Notary Public  
Printed Name PATRICIA B. JANDA  
State of Florida

My Commission Expires \_\_\_\_\_



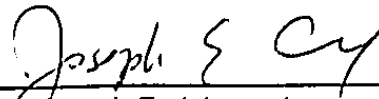
**ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT  
FOR THE SEVEN LAKER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 16 AM 8:59

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby certify that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 11 day of October, 1996.

BECKER & POLIAKOFF, P.A.

  
BY: Joseph E. Adams, Attorney/ Agent